

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE: LIBOR-BASED FINANCIAL INSTRUMENTS ANTITRUST LITIGATION	MDL No. 2262 (NRB)
THIS DOCUMENT RELATES TO:	
MAYOR AND CITY COUNCIL OF BALTIMORE, et al., Plaintiffs, v. CREDIT SUISSE AG, et al., Defendants.	No. 11-cv-5450 (NRB)

**[PROPOSED] ORDER PRELIMINARILY APPROVING SETTLEMENT BETWEEN
OTC PLAINTIFFS AND CITIBANK, N.A. & CITIGROUP INC.**

THIS CAUSE came before the Court on OTC Plaintiffs’ Motion for Preliminary Approval of Settlement with Citibank, N.A. and Citigroup Inc. (collectively, “Citibank”), filed August 7, 2017. OTC Plaintiffs have entered into a settlement agreement, dated July 27, 2017 (“Settlement Agreement”) with Citibank. The Court, having reviewed the Motion, its accompanying memorandum and declaration, the Settlement Agreement, and the file, hereby:

ORDERS AND ADJUDGES:

1. Terms used in this Order that are defined in the Settlement Agreement are, unless otherwise defined herein, used in this Order as defined in the Settlement Agreement.

Preliminary Approval of Settlement Agreement

2. The terms of the Settlement Agreement are hereby preliminarily approved, including the releases contained therein, as being fair, reasonable, and adequate to the OTC Class, subject to the Fairness Hearing described below.

Plan of Distribution and Notice to OTC Class Members

3. At a later date, OTC Plaintiffs' Counsel shall submit to the Court for approval a plan of distribution and a notice plan for purposes of advising OTC Class Members, among other things, of the plan of distribution, their right to object to the Settlement Agreement, their right to exclude themselves from the OTC Class, the procedure for submitting a request for exclusion, the time, date, and location of the Fairness Hearing, and their right to appear at the Fairness Hearing.

Settlement Administration

4. The Court approves Kenneth Feinberg as the Settlement Administrator.
5. The Court approves Rust Consulting, Inc. as the Claims Administrator.
6. The Court approves Huntington Bank as the Escrow Agent.

Other Provisions

7. In the event that the Settlement Agreement is terminated in accordance with its provisions, the Settlement Agreement and all proceedings had in connection therewith shall be null and void, except insofar as expressly provided to the contrary in the Settlement Agreement, and without prejudice to the status quo ante rights of OTC Plaintiffs, Citibank, and the members of the OTC Class.

8. This order is without prejudice to the non-settling Defendants seeking relief from the Court and an opportunity for briefing to the extent that this settlement attempts to deprive such Defendants of information to which they otherwise would be entitled under the Federal Rules.

IT IS SO ORDERED on this _____ day of _____, 2017.

Hon. Naomi Reice Buchwald
UNITED STATES DISTRICT JUDGE